

~ Bylaws ~ Of Ogemaw Hills Sportsmen Association

West Branch, Michigan

ARTICLE I – NAME

- 1) **Organization Name.** The name of this organization shall be the Ogemaw Hills Sportsmen Association (OHSA).

ARTICLE II – OFFICES

- 1) **Registered Office.** The OHSA shall at all times maintain in the State of Michigan a registered agent, whose registered address shall represent the physical office of the OHSA.
- 2) **Other Offices.** The OHSA may also have such other offices within the State of Michigan as the Board of Directors may, from time to time, designate, and as the business and affairs of the OHSA may require.

ARTICLE III – PURPOSE AND OBJECTIVES

- 1) **Nature of the Corporation.** The OHSA is a non-profit corporation formed under Michigan law, which is organized and shall be operated in accordance with the meaning and provisions of the federal tax exempt regulations. The organization shall be in existence in perpetuity or until formally dissolved by the action of competent authority.
- 2) **Objectives.** The objectives of the OHSA are as follows:
 - a) This not for profit corporation is organized for the charitable purpose or purposes of promoting and providing shooting sports recreational activities that include operating shooting range facilities and providing firearm and archery, hunting, fishing, wildlife conservation, safety and education informational activities for community residents and members of the organization.
 - b) To construct, purchase, own, lease, operate, manage, maintain, acquire by gift, to sell and dispose of all real and personal property necessary, incidental or convenient to the conduct, business and purpose of this corporation, and to engage in fund raising activities, or to access membership dues and user fees to apply towards the costs and expenses in the operation of this corporation.
 - c) A Board of Directors shall be responsible for the strategic management that will govern the daily activities of the corporation as provided for herein.

ARTICLE IV – BOARD OF DIRECTORS

- 1) **Number, Election, and Term of Office.** The Board of Directors shall consist of no less than five (5) members. Election to the Board of Directors shall be by majority vote of the general members in good standing who are present, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Proxies shall not be permitted. Nominations for new Board Member candidates must be submitted to the Secretary at least thirty (30) days prior to the annual meeting. Any qualified member in good standing is eligible for nomination. Nominee qualification is subject to review of good standing by the sitting Board of Directors. Each Director shall hold office for a term of one (1) year. Directors may hold consecutive terms indefinitely as long as nominated.
- 2) **General Duties.** The function of the Board of Directors shall be to exercise the organization's powers, and to mandate the business and control the affairs and property of the organization, by majority vote of the general members in good standing at any and all meetings, to adopt rules and regulations governing the action of the Board of Directors. All Board of Directors shall be members of the corporation in good standing.
- 3) **Officers.** The Board of Directors shall designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.
- 4) **Annual, Regular, and Special Meetings.** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall prescribe. The Board of Directors shall prescribe the time and place of such other regular meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Meetings notices will be distributed at least fifteen (15) days prior to the meeting to general members in good standing either by USPS or E-mail according to each members indicated preference.
- 5) **Resignation; Removal.**
 - a) A Director may resign from the Board of Directors at any time by giving notice of their resignation in writing addressed to the President or Secretary of the OHSA or by presenting their written resignation at a meeting of the Board of Directors.
 - b) Except as otherwise provided by law, any Director may be removed, with or without cause, from office by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served.
 - c) In the event the Membership is not supportive of a member of the Board of Directors, and the Directors have taken no action to remove that Director, the General Membership shall have the authority to initiate a recall action. In order to call such action, a petition must be completed with signatures of at least 25% of the general members in good standing and submitted to the President. Notice of recall vote will be distributed at least fifteen (15) days prior to the next scheduled meeting of the Board of Directors to general members in good standing either by USPS or E-mail according to each members indicated preference. In order to sustain the recall, two-thirds ($\frac{2}{3}$) of the voting general members in attendance must support the action.
 - d) Any Director who is absent from three consecutive quarterly meetings without a valid excuse satisfactory to a majority of the Directors, shall be considered to have forfeited the position as a Director.
- 6) **Vacancy.** Any vacancy occurring on the Board of Directors shall be filled by election of a majority vote by the remaining Directors at the next regularly called meeting. A Director so elected to fill a vacancy shall be selected from the general members in good standing for the unexpired term of his/her predecessor in office.
- 7) **Informal Action.** Any action, including any action required by law, can be taken without a called meeting of the Board of Directors if consent in writing, stating the action to be taken, is signed by all of the

Directors.

- 8) **Quorum and Proxies.** A two-thirds ($\frac{2}{3}$) majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

ARTICLE V – OFFICERS

- 1) **Officers.** The officers of the corporation shall be President, Vice-President, Treasurer, and Secretary each serving a term of one (1) year. All officers of the corporation shall be members of the organization in good standing. All officers shall serve as members of the Board of Directors. No two or more offices may be held by the same person. The officers shall be elected by a majority vote of a quorum of Board of Directors.
- 2) **Election and Term of Office.** Election of Officers shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof.
- 3) **Removal and Vacancies.** Any officer may be removed from office by two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors from general members in good standing for the unexpired term of office in accordance with Article IV, paragraph 6.
- 4) **Duties.** The duties of the officers shall be as follows:
 - a) **President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall sign, with the Treasurer, any checks, deeds, mortgages, bonds, contracts, or other legal instruments which the Board of Directors have authorized to be executed. The President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors.
 - b) **Vice-president.** In the absence of the President, or in the event of his/her inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions attributed to the President. The Vice-President shall sign, with the Treasurer in the absence of the President, any checks, deeds, mortgages, bonds, contracts, or other legal instruments which the Board of Directors have authorized to be executed. The Vice President shall perform such other duties as from time to time as may be assigned by the President or the Board of Directors.
 - c) **Treasurer.** The Treasurer shall have custody of, and be responsible for the financial records of the Corporation, receive and execute receipts for moneys due to the Corporation, deposit all such moneys in the name of the Corporation in such depositories as shall be selected and approved by the Board of Directors, and execute payments to creditors as approved by the Board of Directors. The Treasurer shall in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors including providing a written Treasurer's Report at the annual and regular meetings. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of duties.
 - d) **Secretary.** The Secretary shall record/keep the minutes of all meetings of the Corporation in one or more books provided for that purpose, ensure that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the corporate records, maintain a

register of the contact information of each member as provided by the member, and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. At each meeting, the Secretary shall provide draft minutes of the previous meeting(s) to the Board of Directors for approval and prepare final approved minutes for the Corporation records. If required by the Board of Directors, the Secretary shall be bonded for the faithful discharge of duties.

ARTICLE VI – MEMBERSHIP

- 1) **Membership.** The Membership of this Organization shall be open to any person, regardless of race, creed, color, religion, sex, national origin, age or disability; provided, however, that each member must:
 - a) Pay the yearly membership dues/fees set forth;
 - b) Abide by the Bylaws, safety codes, practices and procedures of the OHSA;
 - c) Be willing, at all times, to conduct himself in a manner becoming a sportsperson;
 - d) Be willing to support, to the best of his/her ability, the objectives, functions and activities of the OHSA.
- 2) **Dues/Fees.** The membership dues and any fees necessary to support the Corporation shall be established annually by the Board of Directors. The fiscal year for membership purposes shall be the same as the Corporation accounting fiscal year. There shall be no adjustment or prorating of dues for part of a year. Any member whose dues have not been paid on or before the last day of March of each calendar year shall be suspended and shall lose all rights of membership. If by the last day in March of the fiscal year, suspended members have not yet paid their dues, the Secretary will automatically terminate membership and such person may be readmitted to membership only as a new member.
- 3) **Application.** Admission to annual membership shall be by application to the Secretary, accompanied by the requisite dues and fee(s), at which time the Secretary will review whether the applicant meets the qualifications. The Secretary shall then issue a membership card to the applicant subject to Board approval. In the event any applicant is rejected, all prepaid dues and fees submitted with the application shall be returned to the applicant.
- 4) **Acceptance.** Upon acceptance to membership, each member shall have all privileges conveyed by these Bylaws, by policy of the Board of Directors. They may attend any meetings of membership and/or the Board of Directors and at such meetings may have voice in the affairs of the organization. Each member will be given a copy of these Bylaws.
- 5) **Disciplinary Action.** Any member for whom disciplinary action is recommended by the Board shall be notified of the recommendation and the cause in writing (by USPS or Email according to the members indicated preference) at least fifteen (15) days prior to a regular board meeting at which such recommendation will be placed before the Board of Directors, and such member shall have a reasonable opportunity to respond to such recommendation and cause, orally and/or in writing, to the Board of Directors and general members present.
- 6) **Expulsion.** The Board of Directors, by affirmative vote of two-thirds ($\frac{2}{3}$), may expel any member for cause after an appropriate hearing; and may terminate the membership of any member who was ineligible at the time of admission, or became ineligible for membership at a later time. Any member may resign by tendering his/her membership card and property issued to the individual. Sufficiency of cause for member discipline shall be at the sole discretion of Board of Directors present and voting, and may extend to infractions as minor as unsportsmanlike conduct or conduct unbecoming a member.

ARTICLE VII – MEETINGS

- 1) **Order of Business.** Meetings shall be conducted in accordance with the Order of Business hereinafter set forth:
 - a) Membership Sign-In
 - b) Call to order, Introduction of Guests.
 - c) Roll call of Board Members present.
 - d) Reading of minutes of last meeting.
 - e) Reports of Officers and Committees.
 - f) Old and Unfinished business.
 - g) New Business.
 - h) Announcements/Discussions.
 - i) Adjournment.
- 2) **Attendance.** Members are authorized and encouraged to attend the annual, regular and special meetings. Members will initial the sign-in sheet at each meeting showing that they attended and verifying the contact information on file is correct. All members may attend any scheduled meeting, but may not, in any way distract from the business at hand, either by separate discussions or conversations with other members, until acknowledged and recognized by the President.
- 3) **Conflicts.** Certain topics brought before a meeting will sometimes generate strong convictions on each side. Should the President feel such a topic is at hand, he may call on any member to take the “for” position and another member to take the “against” position. The discussion will then be conducted as a debate. Any member, once recognized by the President, may ask a question, and each position will be allowed to answer before the next question is posed.
- 4) **Meeting Disruption.** If, at any time, the meeting becomes argumentative or unproductive, the President may call for an immediate recess. Such recess will be called to allow time to talk with other members informally. After three minutes the President will call the meeting back to order to finish the business at hand.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 1) **Contracts.** The Board of Directors may authorize any officer(s) to enter into any contract, or execute and deliver any legal instrument in the name of, and on behalf of the Corporation; such authority may be general, or confined to specific instances. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose of or for any special purpose of the corporation.
- 2) **Funds.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, savings institutions, trust companies, or other depositories as the Board of Directors may designate.
- 3) **Payments.** All checks, drafts, debits or orders for the payment of money issued in the name of the Corporation shall be signed by the Treasurer or a designated officer.
- 4) **Spending.** An Officer shall have authority to use part of the funds for the purpose of ordinary operating expenses, repairing and maintaining facilities, but shall have no authority to make capital improvements or expenditures. All expenditures, except for ordinary operating expenses, repair and maintenance, shall be first authorized by the Board of Directors at a legal meeting. After an expenditure is authorized, the designated officer shall take the requisite action. Expenditures for ordinary operating expenses, repair and maintenance shall be reviewed at the following meeting via the treasurer’s report. At no time will deficit

expenditure be approved unless by an amendment to these Bylaws allowing such an action is approved.

ARTICLE IX – BOOKS AND RECORDS

- 1) The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, as well as all communications to/from the organization.

ARTICLE X – FISCAL YEAR

- 1) The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI – AMENDMENTS

- 1) These Bylaws may be amended or revised at any regular or special meeting called for that purpose when approved by a two-thirds ($\frac{2}{3}$) vote of the general members present. Prior presentation to the membership, the proposed amendments or revisions shall be submitted to the Secretary thirty days (30) prior to the date when they are to be voted upon. A copy of these Bylaws shall be available to each member upon request. The most recently approved revised/amended Bylaws shall supersede all previous versions.

ARTICLE XII – DISSOLUTION

- 1) Dissolution shall require a 100% majority vote of all voting members in attendance at the meeting called for this action. In the event of the dissolution of the organization, members shall have the opportunity to bid for purchase of items of property, which property shall be sold to the highest bidder. The Board of Directors, for the best available price, shall sell any property remaining unsold after such bidding and sales. Revenue generated by such sales shall be deposited in the organization's accounts. Upon dissolution, all assets of the Corporation remaining after payment of all liabilities shall be donated to an IRS 501(c) entity in Ogemaw County, Michigan having similar purposes and objectives as the original organization.

Table of Approved Bylaw Events

Date	Action
April 16, 2014	Initial Bylaws approved at General Membership meeting.
February 20, 2018	General Membership approved changes to these Bylaws in the following areas: Article III, Section 1; Article IV, Sections 1,4 and 6; Article V, Section 1; Article VIII, Sections 3 and 4; Article X, Section 1; Article XI, Section1 as well as the addition of this Table of Bylaw Change Events.